

WEIL, GOTSHAL & MANGES LLP

Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

CRAVATH, SWAINE & MOORE LLP

Paul H. Zumbro (*pro hac vice*)
(pzumbro@cravath.com)
Kevin J. Orsini (*pro hac vice*)
(korsini@cravath.com)
Omid H. Nasab (*pro hac vice*)
(onasab@cravath.com)
825 Eighth Avenue
New York, NY 10019
Tel: 212 474 1000
Fax: 212 474 3700

KELLER & BENVENUTTI LLP

Tobias S. Keller (#151445)
(tkeller@kellerbenvenutti.com)
Jane Kim (#298192)
(jkim@kellerbenvenutti.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

*Proposed Attorneys for Debtors and Debtors
in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Case No. 19-30088 (DM)
Chapter 11
(Lead Case)
(Jointly Administered)

**NOTICE OF FILING OF REVISED
PROPOSED FINAL ORDER PURSUANT
TO 11 U.S.C. §§ 105, 362, 363, 364, 503 AND
507 AND FED. R. BANKR. P. 2002, 4001,
6004 AND 9014 (I) AUTHORIZING
DEBTORS TO OBTAIN SENIOR
SECURED, SUPERPRIORITY,
POSTPETITION FINANCING, (II)
GRANTING LIENS AND
SUPERPRIORITY CLAIMS, (III)
MODIFYING THE AUTOMATIC STAY,
AND (IV) GRANTING RELATED RELIEF
[Re: Dkt. No. 23]**

Date: March 27, 2019
Time: 9:30 a.m. (Pacific Time)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
450 Golden Gate Avenue
San Francisco, CA 94102

1 **PLEASE TAKE NOTICE** that on January 29, 2019 (the “**Petition Date**”), PG&E Corporation
2 and Pacific Gas and Electric Company, as debtors and debtors in possession (the “**Debtors**”) in the
3 above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), each filed a voluntary petition for relief
4 under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) with the United States
Bankruptcy Court for the Northern District of California (San Francisco Division) (the “**Bankruptcy**
Court”).

5 **PLEASE TAKE FURTHER NOTICE** that a hearing was held on January 31, 2019, where,
6 among other things, the Bankruptcy Court granted interim relief with respect to the *Motion of Debtors*
7 *Pursuant to 11 U.S.C. §§ 105, 362, 363, 364, 503 and 507 and Fed. R. Bankr. P. 2002, 4001, 6003,*
8 *6004 and 9014 for Interim and Final Orders (I) Authorizing the Debtors to Obtain Senior Secured,*
9 *Superpriority, Postpetition Financing, (II) Granting Liens and Superpriority Claims, (III) Modifying*
10 *the Automatic Stay, (IV) Scheduling Final Hearing, and (V) Granting Related Relief* (the “**DIP**
11 **Financing Motion**”)¹ [Dkt No. 23].

12 **PLEASE TAKE FURTHER NOTICE** that, on February 28, 2019, the Debtors filed a *Notice*
13 *of Filing of Proposed Final Order Pursuant to 11 U.S.C. §§ 105, 362, 363, 364, 503 and 507 and Fed.*
14 *R. Bankr. P. 2002, 4001, 6003, 6004 and 9014 for Interim and Final Orders (I) Authorizing the*
15 *Debtors to Obtain Senior Secured, Superpriority, Postpetition Financing, (II) Granting Liens and*
16 *Superpriority Claims, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief* [Dkt. 709],
17 to which a proposed final order on the DIP Financing Motion (the “**Previously Filed Proposed DIP**
18 **Order**”) was attached.

19 **PLEASE TAKE FURTHER NOTICE** that a hearing was held on March 13, 2019 (the
20 “**Second Day Hearing**”), where, among other things, the Bankruptcy Court considered the Debtors’
21 request to grant the DIP Financing Motion on a final basis and the Official Committee of Tort
22 Claimants’ opposition thereto. The Bankruptcy Court continued the Second Day Hearing with respect
23 to the DIP Financing Motion to allow time for the Official Committee of Tort Claimants to negotiate
24 one of the terms of the proposed final order on the DIP Financing Motion with the DIP Lenders.

25 **PLEASE TAKE FURTHER NOTICE** that the Bankruptcy Court will hold a hearing on
26 **March 27, 2019, at 9:30 a.m. (Pacific Time)** (the “**Omnibus Hearing**”) in the courtroom of the
Honorable Dennis Montali, United States Bankruptcy Judge, Courtroom 17, 16th Floor, 450 Golden
Gate Avenue, San Francisco, California 94102. At the Omnibus Hearing, the Bankruptcy Court will,
among other matters, consider granting the relief requested in the DIP Financing Motion on a final
basis.

27 **PLEASE TAKE FURTHER NOTICE** that a copy of the Debtors’ revised proposed final
28 order on the DIP Financing Motion (the “**Revised Proposed DIP Order**”) and a redline comparison of
the Revised Proposed DIP Order against the Previously Filed Proposed DIP Order are attached hereto
as **Exhibit 1**. The changes reflected in the Revised Proposed DIP Order include comments given by
the Bankruptcy Court at the Second Day Hearing and the compromise proposed by the DIP Lenders as
stated on the record at the Second Day Hearing. The changes reflected in the Revised Proposed DIP
Order also include a further concession agreed to by the DIP Lenders following the Second Day

¹ Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the
DIP Financing Motion or the Revised Proposed DIP Order (as defined below), as applicable.

1 Hearing that utility assets that are part of the DIP Collateral may not be transferred to the DIP Secured
2 Parties pursuant to the DIP Loan Documents prior to the date that is twenty-one (21) Business Days
3 after the date of delivery by the DIP Administrative Agent of a Remedies Notice. The Official
4 Committee of Tort Claimants has not accepted the proposed compromises reflected in the attached
5 Revised Proposed DIP Order. The CPUC has reviewed and agreed to the Revised Proposed DIP
6 Order.

7 **PLEASE TAKE FURTHER NOTICE** that copies of each pleading and other document
8 identified herein can be viewed and/or obtained: (i) by accessing the Court's website at
9 <http://www.canb.uscourts.gov>, (ii) by contacting the Office of the Clerk of the Court at 450 Golden
10 Gate Avenue, San Francisco, CA 94102, or (iii) from the Debtors' notice and claims agent, Prime
11 Clerk LLC ("**Prime Clerk**"), at <https://restructuring.primeclerk.com/pge> or by calling (844) 339-4217
12 (toll free) for U.S.-based parties; or +1 (929) 333-8977 for International parties or by e-mail at:
13 pgeinfo@primeclerk.com. Note that a PACER password is needed to access documents on the
14 Bankruptcy Court's website.

15 **PLEASE TAKE FURTHER NOTICE** that the Debtors reserve the right to further amend,
16 modify, or supplement the proposed final order on the DIP Financing Motion at any time up to and
17 during the Omnibus Hearing.

18 Dated: March 25, 2019

19 **WEIL, GOTSHAL & MANGES LLP**
20 **CRAVATH, SWAINE & MOORE LLP**
21 **KELLER & BENVENUTTI LLP**

22 /s/ Jane Kim

23 Jane Kim

24 *Proposed Attorneys for Debtors and Debtors in*
25 *Possession*